

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28

**UNITED STATES DISTRICT COURT  
CENTRAL DISTRICT OF CALIFORNIA**

SECURITIES AND EXCHANGE  
COMMISSION,

Plaintiff,

vs.

PREMIER HOLDING  
CORPORATION, et al.,

Defendants.

Case No. 8:18-cv-00813-DOC-  
KES

**ORDER GRANTING  
MOTION TO APPOINT  
LIQUIDATION AGENT,  
LIQUIDATION OF SHARE  
CERTIFICATE, AND  
TURNOVER OF PROCEEDS  
TO PLAINTIFF SEC [354]**

Judge: Hon. David O. Carter

1 WHEREAS, on January 20, 2021, the Court entered a Final Judgment [Dkt. 220]  
2 requiring, among other things, that within 14 days after entry of the Final Judgment,  
3 Defendant Premier Holding Corp. (“Premier”) pay the SEC \$8,691,500.41, in  
4 disgorgement and prejudgment interest thereon,

5 WHEREAS, Premier has not paid the SEC any sums required as per the Final  
6 Judgment, and

7 WHEREAS, Defendant Letcavage currently holds a share certificate to Power 1  
8 Energy Corp. (“P1EC”) that Premier received from P1EC that states: “Premier Holding  
9 Corporation is the record holder of Nineteen Million Two Hundred Fifty Thousand  
10 (19,250,000) shares of Common Stock of AOTS 42, Inc., transferable only on the share  
11 register of said corporation, in person or by duly authorized attorney, upon surrender of  
12 this certificate properly endorsed or assigned” (“Share Certificate”).  
13

14 IT IS HEREBY ORDERED THAT, the law firm of Sichenzia, Ross, Ference &  
15 Carmel LLP is appointed as the liquidation agent (“Liquidation Agent”) for the stock  
16 certificate,

17 IT IS FURTHER ORDERED THAT within three business days of this Order,  
18 Letcavage shall surrender the share certificate to the Liquidation Agent.;

19 IT IS FURTHER ORDERED THAT the Liquidation Agent escrow the Share  
20 Certificate – upon receipt - until the SEC confirms receipt of proceeds of the liquidation;

21 IT IS FURTHER ORDERED THAT the following liquidation process shall be  
22 followed. As to notice, to the extent Letcavage can identify Premier shareholders,  
23 Letcavage shall provide notice of the transaction, including a description of the  
24 transaction, the consideration for the transaction, the parties to the transaction, and the  
25 process for objecting to the transaction within a time period set by the Court. An  
26 example of the form of notice is provided at Exhibit 9 to the January 16, 2025  
27 Declaration of Bennett Ellenbogen. Such notice may be by first class mail or email and  
28 must be given within 5 days of entry of this Order. Letcavage shall provide proof of

1 such notice by a filing on ECF no later than 7 days after entry of this order. In addition,  
2 the Liquidation Agent shall publish notice, as described above, in a newspaper, the *LA*  
3 *Times*, once a week for three weeks. Such publication shall be made within 5 days of  
4 entry of this order or as soon thereafter as is practicable. The Liquidation Agent shall  
5 provide proof of such notice by a filing on ECF no later than 2 days after the last day of  
6 such publication.

7 If any person files an objection to the transaction, the Court shall set a hearing  
8 date so they may be heard as soon as practicable after the date by which such objections  
9 must be filed. If no person files an objection within the later of 10 days of the date (i)  
10 notice was sent to shareholders or (ii) the end of the period during which notice will be  
11 published, the parties shall file a letter on ECF and respectfully request turnover and that  
12 the Court order:

- 13 1. P1EC to pay to the Liquidation Agent \$1 million;
  - 14 2. the Liquidation Agent, within two days of receipt of the funds from P1EC, to  
15 deduct its Court-approved fee and wire the SEC \$1 million net of the fee;
  - 16 3. the SEC to confirm to the Liquidation Agent that it may release the share  
17 certificate to P1EC upon confirmation of receipt of the Liquidation Agent's wire;  
18 and
  - 19 4. the Liquidation Agent to release the share certificate to P1EC within 1 day of  
20 receiving the SEC's confirmation or as soon thereafter as practicable.
- 21  
22  
23  
24  
25  
26  
27  
28

1 IT IS FURTHER ORDERED THAT the Liquidation Agent may withhold a fee  
2 of \$2,500 for the Liquidation Agent's services, plus the costs of publication of the  
3 notice in the *L.A. Times*.

4  
5 IT IS SO ORDERED.

6  
7  
8 DATED: February 10, 2025

  
UNITED STATES DISTRICT JUDGE